

**Subject:** Public question for 2 December Board meeting

Dear Sir/Madam

I wish to direct the following public question, for written and minuted response, to the Board at its meeting on 2 December:

“At the 2 September AGM, the Board discussed the relationship between the AONB and the Surrey Hills ‘Family’ and whether it should guard against the actions of a member of the ‘family’ bringing the Board into disrepute.

I wish to ask the following in respect of the Surrey Hills AONB Director’s other position, according to the ‘Company Check’ website, as a company director of Surrey Hills Enterprises CIC.

The Companies Act 2006 sets out the duties of company directors. Sections 171, 172 and 175 state, respectively, that a director of a company must:

- “act in accordance with the company's constitution”.
- “act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members”,
- “avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company”.

These, together, place a legal duty upon a company director to act in the interests of the company and avoid interest in another organisation where this might conflict with the company’s interests.

The purpose of designation of the Surrey Hills AONB is to “conserve and enhance the natural beauty” of the AONB. Undoubtedly, the Director has a contractual duty to the AONB. However, as a director of Surrey Hills Enterprises, which has a very firm focus on supporting and promoting business, promoting tourism and developing a thriving economy, he has a legal duty to promote these aims of the company. This does not always sit comfortably with the purpose of AONB designation. It highlights significant actual or potential conflict between the post of Director of the AONB and his legal obligations to Surrey Hills Enterprises.

Assuming Company Check is correct, does the Board agree that this legal duty fetters the ability of the Director of the Surrey Hills AONB to act wholly for the benefit of the Board’s aims and does it agree that he should relinquish his position as a company director of Surrey Hills Enterprises immediately and, if not, why not?”

Kind regards

John Oliver